Amendments to the Specification:

Please replace the paragraph beginning at page 3, line 2, with the following rewritten paragraph:

It has now been discovered that a combination of a combination of at least one phenolic and at least one thioether is highly effective in inhibiting oxidation in lubricant oil compositions. The hindered phenolic acts synergistically with the thioether to provide a significant improvement in oxidation control.

Please replace the paragraph beginning at page 3, line 15, with the following rewritten paragraph:

Lubricant compositions containing various hindered phenolics are widely known in the art. Less widely known is the use of thioethers in lubricant compositions. The present invention is directed to a specific optimum blend of hindered phenolic antioxidant and thioether that is a unique composition previously unknown in the art.

Please replace the paragraph beginning at page 12, line 14, with the following rewritten paragraph:

Mixtures of butyl-3-(3,5-di-tert-butyl-4-hydroxyphenyl)propionate and ditridecyldithioproprionate ditridecyldithiopropionate (Naugard® DTDTDP) were studied and compared to thiodiethylene bis (3,5-di-tert-butyl-4-hydroxyhydrocinnamate) (Durad® AX-15; Great Lakes Chemical). The case was studied in which the mixture of butyl-3-(3,5-di-tert-

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butyl-4-hydroxyphenyl)propionate and ditridecyldithioproprionate ditridecyldithiopropionate was adjusted to provide the same number of moles of phenolic and sulfide to the oil as would be provided by 1 weight percent of thiodiethylene bis (3,5-di-tert-butyl-4-hydroxyhydrocinnamate) (UNOT # 153 & 154). This mole-adjusted mixture gave performance as good as thiodiethylene bis (3,5-di-tert-butyl-4-hydroxyhydrocinnamate) at equal moles. The ditridecyldithioproprionate ditridecyldithiopropionate at 1 weight percent is not as effective alone as it is in combination with the hindered phenolic antioxidant. The results are shown in TABLE 2.

TABLE 2 % Δ Kinetic Viscosity @ 40° C				
Time (Hours)	24.00	48.00	72.00	96.00
HDD with no antioxidant, but with 1 weight percent carbon black:				
UNOT # 121 (1)	0.62	-12.93	15.22	120.32
UNOT # 120 (2)	-0.89	-10.29	13.51	126.36
HDD with 1 weight percent Durad AX-15 and 1 weight percent carbon black:				
UNOT # 155 (2)	3.95	7.36	8.38	34.14
UNOT # 156 (1)	2.76	6.51	6.77	30.45
HDD with 1 weight percent DTDTDP and 1 weight percent carbon black:				
UNOT # 159 (2)	1.56	-9.50	018	48.44
UNOT # 160 (1)	0.11	-12.11	7.88	109.01
HDD with 1.84 weight percent C ₄ -HP:DTDTDP* blend and 1 weight percent carbon black:				
UNOT # 161 (2)	1.93	3.49	1.72	33.61
UNOT # 162 (1)	4.62	6.14	4.93	35.54

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* C₄-HP is butyl-3-(3,5-di-tert-butyl-4-hydroxyphenyl)propionate and DTDTDP is ditridecyldithioproprionate ditridecyldithiopropionate.